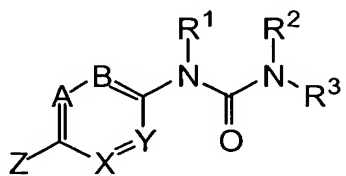


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This listing of claims will replace all prior versions, and listings, of claims in the application (note that amendments are highlighted in **bold**):

Listing of Claims:

1. (currently amended) A compound of Formula I:



a prodrug thereof, or a pharmaceutically acceptable salt and/or hydrate of said compound ~~or of said prodrug~~, or where applicable, a geometric or optical isomer or racemic mixture thereof,

wherein

~~=A-B= is =C(R⁴)-C(R⁵)= and -X=Y- is -C(R⁶)=N-, -N=C(R⁷)-, -N=N- or -S-, or~~

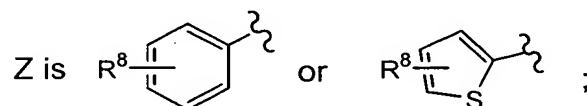
~~=A-B= is =N-C(R⁵)= and -X=Y- is -N=C(R⁷)-, -C(R⁶)=N-, -S- or -O-, or~~

~~=A-B= is =C(R⁴)-N= and -X=Y- is -C(R⁶)=N-, -S- or -O-, or~~

~~=A-B= is =N-N= and -X=Y- is -S- or -O-, or~~

~~=A-B= is =C(R⁴)= and -X=Y- is -S-N=, -N(R¹⁰)-N=, or~~

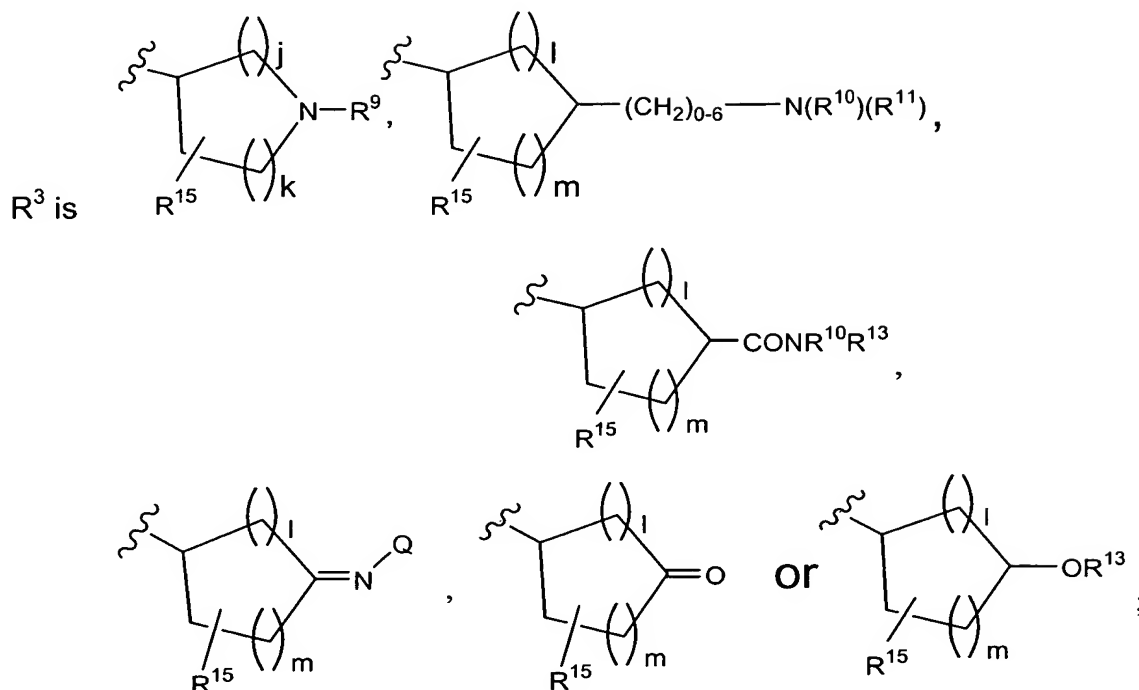
~~=A-B= is -C(R⁴)= and -X=Y- is =N-S-, or =N-N(R¹⁰)=;~~



R¹ is H or -(C₁-C₆)alkyl;

R² is H, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl or -(C₁-C₆)alkyl(C₃-C₇)cycloalkyl;

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Q is $-OR^{13}$, or $-NR^{13}R^{14}$;

j is 1 or 2;

k is 0, 1 or 2;

l is 0, 1 or 2;

m is 0, 1 or 2;

R^4 , R^5 , R^6 and R^7 may be the same or different, and are independently selected from the group consisting of H, -OH, halogen, polyhaloalkyl, $-(C_1-C_6)$ alkyl, $-(C_3-C_7)$ cycloalkyl, $-(C_1-C_6)$ alkyl $-(C_3-C_7)$ cycloalkyl, -CN, $NR^{10}R^{11}$, $NR^{13}R^{14}$, $-O(C_1-C_6)$ alkyl, $-O(C_3-C_7)$ cycloalkyl, $-O(C_1-C_6)$ alkyl $-(C_3-C_7)$ cycloalkyl, $-S(C_1-C_6)$ alkyl, $-S(C_3-C_7)$ cycloalkyl and $-S(C_1-C_6)$ alkyl $-(C_3-C_7)$ cycloalkyl;

R^8 is 1 to 3 substituents, which may be the same or different, and are independently selected from the group consisting of H, halogen, -OH, polyhaloalkyl, polyhaloalkoxy, -CN, $-NO_2$, $-(C_1-C_6)$ alkyl, $-(C_3-$

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C₇)cycloalkyl, -(C₁-C₆)alkyl(C₃-C₇)cycloalkyl, NR¹⁰R¹¹, NR¹³R¹⁴, -O(C₁-C₆)alkyl, -O(C₃-C₇)cycloalkyl, -O(C₁-C₆)alkyl(C₃-C₇)cycloalkyl and -CONR¹³R¹⁴;

R⁹ is -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₇)cycloalkyl, -SO₂(C₁-C₆)alkyl(C₃-C₇)cycloalkyl, -SO₂(C₁-C₆)polyhaloalkyl, -SO₂[hydroxy(C₂-C₆)alkyl], -SO₂[amino(C₂-C₆)alkyl], -SO₂[alkoxy(C₂-C₆)alkyl], -SO₂[alkylamino(C₂-C₆)alkyl], -SO₂[dialkylamino(C₂-C₆)alkyl], -SO₂(aryl), -SO₂(heteroaryl), -SO₂[aryl(C₁-C₆)alkyl], -SO₂NR¹³R¹⁴, -CO(C₁-C₆)alkyl, -CO(C₃-C₇)cycloalkyl, -CO(C₁-C₆)alkyl(C₃-C₇)cycloalkyl, CO(C₁-C₆)polyhaloalkyl, -C(O)aryl, -C(O)heteroaryl, -CONR¹³R¹⁴, -C(S)NR¹³R¹⁴, aryl, heteroaryl, -(CH₂)CONR¹³R¹⁴, -C(=NCN)alkylthio, -C(=NCN)NR¹³R¹⁴, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₁-C₆)alkyl(C₃-C₇)cycloalkyl, -(C₁-C₆)alkylaryl, -(C₁-C₆)alkylheteroaryl or -COOR¹²;

R¹⁰ is H or alkyl;

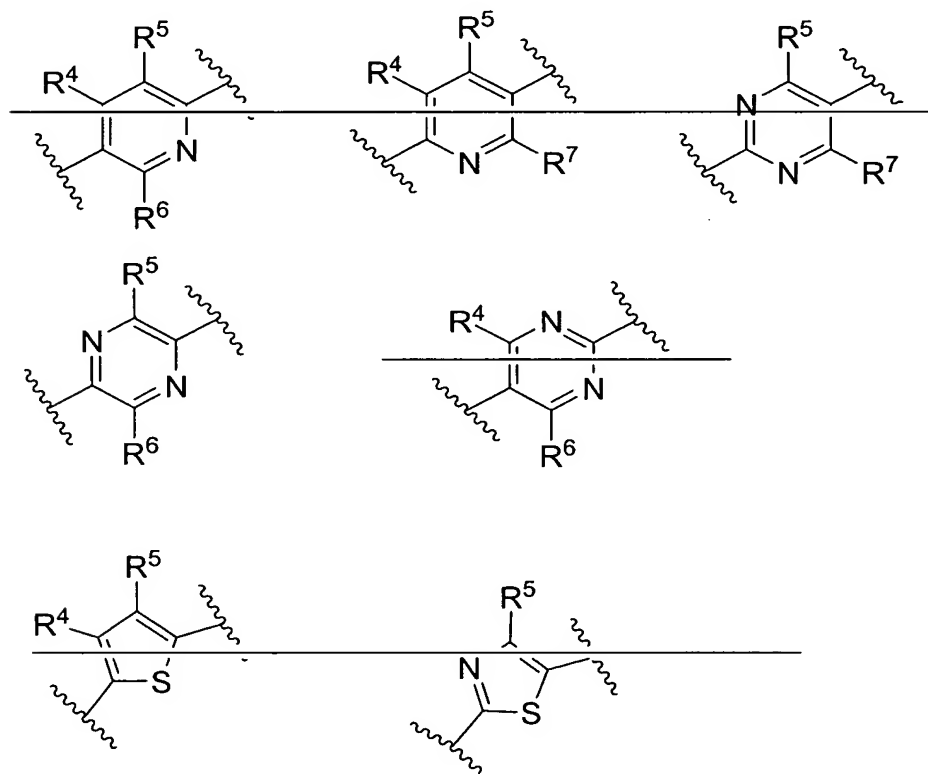
R¹¹ is H, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₁-C₆)alkyl(C₃-C₇)cycloalkyl, aryl, heteroaryl, -SO₂(C₁-C₆)alkyl, -SO₂(C₃-C₇)cycloalkyl, -SO₂(C₁-C₆)alkyl(C₃-C₇)cycloalkyl, -SO₂(C₁-C₆)polyhaloalkyl, -SO₂(aryl), -SO₂(heteroaryl), -CO(C₁-C₆)alkyl, -CO(C₃-C₇)cycloalkyl, -CO(C₁-C₆)alkyl(C₃-C₇)cycloalkyl, -C(O)aryl, -C(O)heteroaryl, -CONR¹³R¹⁴ or -COOR¹²;

R¹² is (C₁-C₆)alkyl, (C₃-C₇)cycloalkyl, (C₁-C₆)alkyl(C₃-C₇)cycloalkyl, -(C₁-C₆)alkylaryl, -(C₁-C₆)alkylheteroaryl, aryl or heteroaryl;

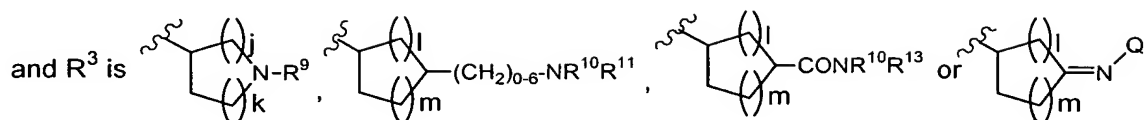
R¹³ and R¹⁴ may be the same or different and are independently H, -(C₁-C₆)alkyl, -(C₃-C₇)cycloalkyl, -(C₁-C₆)alkyl(C₃-C₇)cycloalkyl, -(C₁-C₆)alkylaryl, aryl or heteroaryl; and,

R^{15} is one or two substituents, which may be the same or different, and are independently H, $-(C_1-C_6)alkyl$, $-(C_3-C_7)cycloalkyl$, $-(C_1-C_6)alkyl(C_3-C_7)cycloalkyl$, aryl, heteroaryl, $-CN$, $-CONR^{13}R^{14}$, $-COOR^{13}$, $-OH$, $-O(C_1-C_6)alkyl$, $-O(C_3-C_7)cycloalkyl$, $-O(C_1-C_6)alkyl(C_3-C_7)cycloalkyl$, $-NR^{10}R^{11}$, $-NR^{13}R^{14}$, or a $-(C_1-C_6)alkyl$ group substituted by an aryl, heteroaryl, hydroxy, alkoxy, $-NR^{10}R^{11}$, $-NR^{13}R^{14}$, $-CONR^{13}R^{14}$, or $-COOR^{13}$ group, provided that a chemically stable compound results from substitution by R^{15} .

2. (currently amended) A compound as defined in Claim 1 wherein the heterocyclic group attached to Z is



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3. (currently amended) A compound as defined in Claim 2 wherein R^1 is hydrogen,

R^2 is hydrogen or (C_1-C_6) alkyl,

[[R^4 ,]] R^5 [[,]] and R^6 ~~and R^7~~ are hydrogen or halogen,

R^8 is 1 to 3 substituents, which may be the same or different, and are independently selected from the group consisting of H, halogen, $-O(C_1-C_6)$ alkyl, -OH, polyhaloalkyl and polyhaloalkoxy,

R^9 is $-SO_2(C_1-C_6)$ alkyl, $-SO_2(C_3-C_7)$ cycloalkyl, $-SO_2(C_1-C_6)$ alkyl (C_3-C_7) cycloalkyl, $-SO_2$ aryl, $-SO_2$ heteroaryl, $-SO_2NR^{13}R^{14}$, $-CO(C_1-C_6)$ alkyl, $-CO(C_3-C_7)$ cycloalkyl, $-CO(C_1-C_6)$ alkyl (C_3-C_7) cycloalkyl, $-C(O)$ aryl, $-C(O)$ heteroaryl, aryl, heteroaryl,

R^{10} is H or $-(C_1-C_6)$ alkyl,

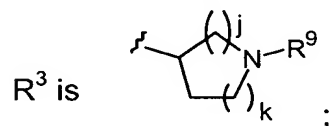
R^{11} is $-SO_2(C_1-C_6)$ alkyl, Q is $-OR^{13}$ or $-NR^{13}R^{14}$;

R^{13} and R^{14} may be the same or different, and are independently H or $-(C_1-C_6)$ alkyl;

the sum of j and k is 2 or 3; and,

the sum of l and m is 2 or 3.

4. (original) A compound as defined in Claim 3 wherein



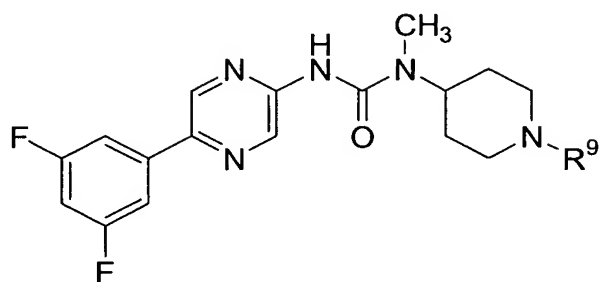
R^9 is $-SO_2(C_1-C_6)$ alkyl, $-SO_2(C_3-C_7)$ cycloalkyl, $-SO_2$ aryl, $-SO_2$ heteroaryl, $-CO(C_1-C_6)$ alkyl, $-CO(C_3-C_7)$ cycloalkyl, $-CO(C_1-C_6)$ alkyl (C_3-C_7) cycloalkyl, $-C(O)$ aryl, $-C(O)$ heteroaryl, aryl, or heteroaryl, and

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the sum of j and k is 2 or 3.

Claims 5-11 (canceled)

12. (currently amended) The compound as defined in Claim 1 of the formula

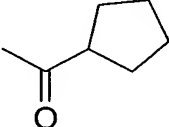
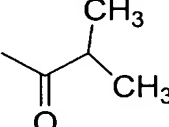
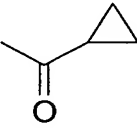
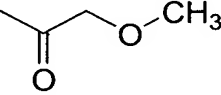
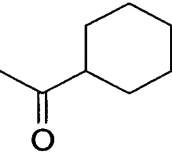
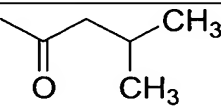
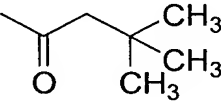
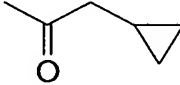


~~a prodrug thereof~~, or a pharmaceutically acceptable salt and/or hydrate of said compound ~~or of said prodrug~~, or where applicable, a geometric or optical isomer or racemic mixture thereof,

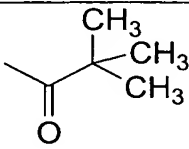
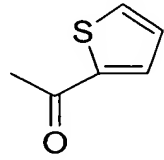
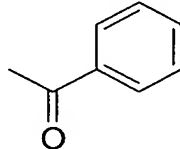
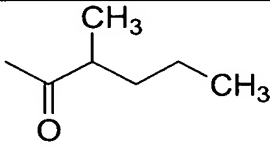
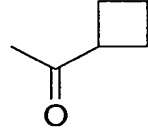
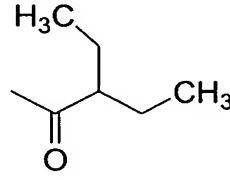
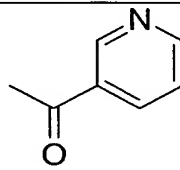
wherein R⁹ is as shown in the table below:

	R ⁹
0	
0A	
0B	

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	R ⁹
0C	 <chem>CC(=O)C1CCCC1</chem>
0D	 <chem>CC(C)C(=O)C</chem>
0E	 <chem>CC(=O)C1CC1</chem>
0F	 <chem>CC(=O)CCOC</chem>
0G	 <chem>CC(=O)C1CCCCC1</chem>
0H	 <chem>CC(C)CC(=O)C</chem>
0I	 <chem>CC(C)(C)CC(=O)C</chem>
0J	 <chem>CC(=O)CC1CC1</chem>

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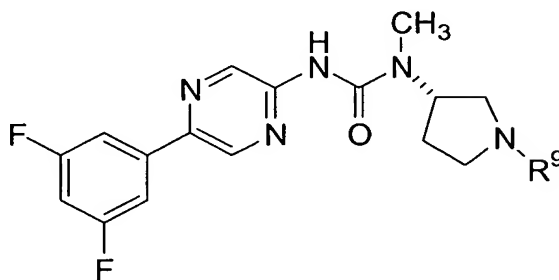
	R ⁹
OK	
OL	
OM	
ON	
OO	
OP	
OQ	

A1

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	R^9
OW	$-\text{SO}_2\text{CH}_3$

13. (currently amended) The compound as defined in Claim 1 of the formula

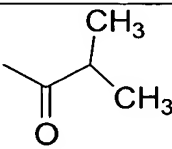


a prodrug thereof, or a pharmaceutically acceptable salt and/or hydrate of said compound **or of said prodrug**, or where applicable, a geometric or optical isomer or racemic mixture thereof,

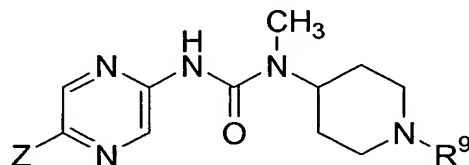
wherein R^9 is as shown in the table below:

	R^9
OS	$-\text{SO}_2\text{CH}_3$
OT	
OU	

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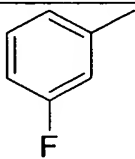
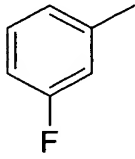
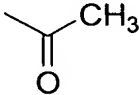
	R ⁹
0V	

14. (currently amended) The compound as defined in Claim 1 of the formula

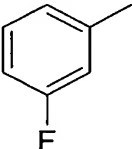
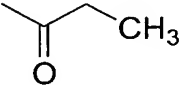
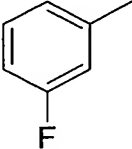
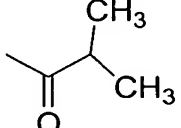
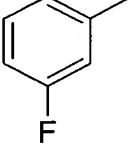
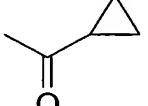
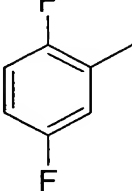
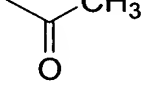
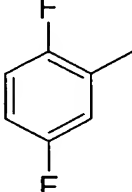
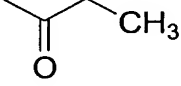
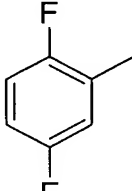
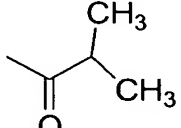


a prodrug thereof, or a pharmaceutically acceptable salt and/or hydrate of said compound ~~or of said prodrug~~, or where applicable, a geometric or optical isomer or racemic mixture thereof,

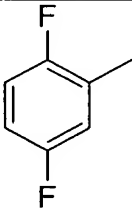
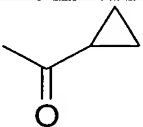
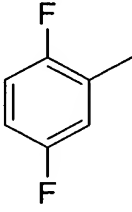
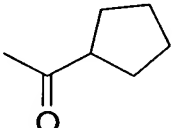
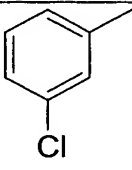
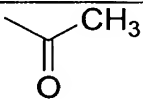
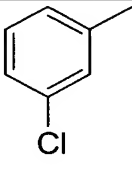
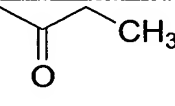
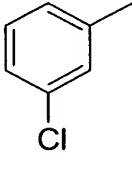
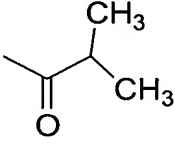
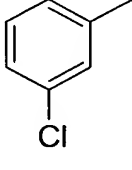
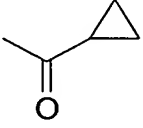
wherein Z and R⁹ are as shown in the table below:

	Z	R ⁹
0X		-SO ₂ CH ₃
0Y		

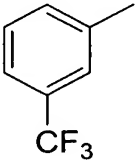
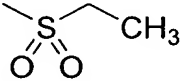
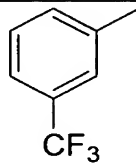
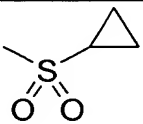
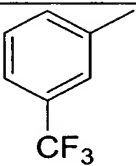
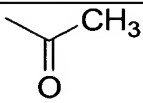
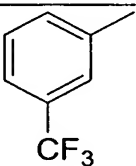
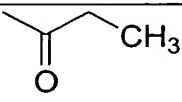
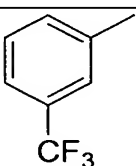
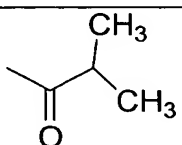
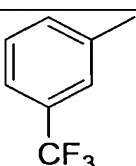
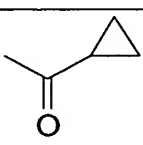
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	Z	R ⁹
0Z		
0AA		
0BB		
0CC		
0DD		
0EE		

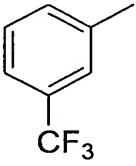
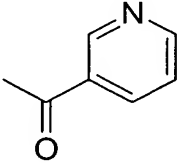
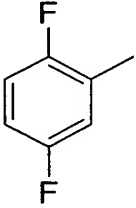
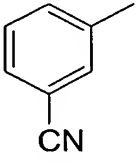
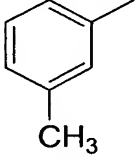
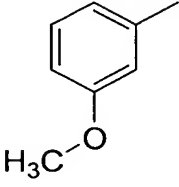
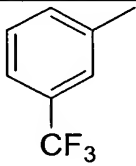
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	Z	R ⁹
OFF		
OGG		
OHH		
OII		
OJJ		
OKK		

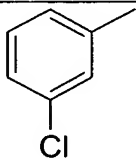
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	Z	R ⁹
OLL		
OMM		
ONN		
OOO		
OPP		
OQQ		

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	Z	R ⁹
0RR		
1		-SO ₂ CH ₃
1A		-SO ₂ CH ₃
1B		-SO ₂ CH ₃
1C		-SO ₂ CH ₃
1D		-SO ₂ CH ₃

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	Z	R ⁹
1E		-SO ₂ CH ₃

Claims 15-20 (canceled)

21. (original) A pharmaceutical composition which comprises an effective amount of a compound as defined in Claim 1 and a pharmaceutically acceptable carrier therefor.

22. (currently amended) A method of treating eating and metabolic disorders comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1 ~~or a prodrug thereof~~ or a pharmaceutically acceptable salt of said compound ~~or of said prodrug~~.

23. (original) The method of Claim 22 wherein said eating disorder is hyperphagia.

24. (original) The method of Claim 22 wherein said metabolic disorder is obesity.

25. (currently amended) A method of treating disorders associated with obesity comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1 ~~or a prodrug thereof~~ or a pharmaceutically acceptable salt of said compound ~~or of said prodrug~~.

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26. (original) The method of Claim 25 wherein said disorders associated with obesity are type II diabetes, insulin resistance, hyperlipidemia and hypertension.

Al 27. (currently amended) A pharmaceutical composition which comprises a therapeutically effective amount of a composition comprising

a first compound, said first compound being a compound of claim 1, **a prodrug thereof**, or a pharmaceutically acceptable salt of said compound ~~or of said prodrug~~;

a second compound, said second compound being a β_3 agonist, a thryomimetic agent, an eating behavior modifying agent or an NPY antagonist; and

a pharmaceutically acceptable carrier therefor.

28. (currently amended) A method of treating an eating disorder which comprises administering to a mammal in need of such treatment

an amount of a first compound, said first compound being a compound of claim 1, **a prodrug thereof**, or a pharmaceutically acceptable salt of said compound ~~or of said prodrug~~;

a second compound, said second compound being a β_3 agonist, a thryomimetic agent, an eating behavior modifying agent or an NPY antagonist;

wherein the amounts of the first and second compounds result in a therapeutic effect.

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29. (currently amended) A pharmaceutical composition which comprises a therapeutically effective amount of a composition comprising

a first compound, said first compound being a compound of claim 1, a ~~prodrug thereof~~, or a pharmaceutically acceptable salt of said compound ~~or of said prodrug~~;

A1
a second compound, said second compound being an aldose reductase inhibitor, a glycogen phosphorylase inhibitor, a sorbitol dehydrogenase inhibitor, insulin, metformin, acarbose, a thiazolidinedione such as troglitazone or rezulin; a glitazone such as rosiglitazone or pioglitazone; a sulfonylurea, glipazide, glyburide, or chlorpropamide; and

a pharmaceutically acceptable carrier therefor.

Claim 30 (canceled)

31. (original) A process for making a pharmaceutical composition comprising combining a compound of Claim 1 and a pharmaceutically acceptable carrier.
